

IN LIEU OF EXHIBIT C

Attached is a copy of a request from David O'Brien to the Assistant Attorney General to waive the obligation to file an Exhibit C. Letter was written in 1988 per David O'Brien's Registration No. 4165. Circumstances have not changed since that time.

Also, attached is a letter from Joseph Clarkson, Chief of the Registration Unit, waiving the obligation of David O'Brien to file an Exhibit C as part of his registration statement.

DAVID O'BRIEN & ASSOCIATES

WATERGATE - SUITE 1010
600 NEW HAMPSHIRE AVENUE, N.W.
WASHINGTON, D.C. 20037
(202) 338-6650

October 25, 1988

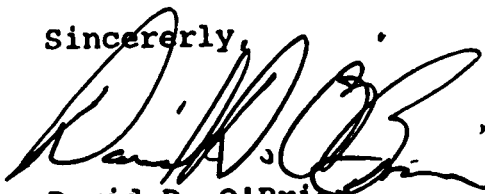
Assistant Attorney General
Internal Security Division
U.S. Department of Justice
Washington, D.C. 20530

Dear Sir:

I am writing to request that my obligation to file an Exhibit C (Articles of Incorporation) pursuant to the Foreign Agents Registration Act and regarding Registration No. 4165 for registrant David O'Brien & Associates, be waived for the following reason(s):

I have sole proprietorship of David O'Brien & Associates therefore corporate by-laws and/or Articles of Incorporation do not exist. This being so, I cannot provide documents that do not exist.

Sincerely,



David D. O'Brien



Washington, D.C. 20530

Mr. David O'Brien
David O'Brien & Associates
The Watergate
Suite 1010
600 New Hampshire Avenue, N.W.
Washington, D.C. 20037

Dear Mr. O'Brien:

Re: Registration No. 4165

We are in receipt of your letter dated October 25, 1988 concerning your registration under the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611, et seq.

Based on the information you provided, that your company is a sole proprietorship and the Exhibit C (Corporate By-laws and/or Article of Incorporation) papers do not exist, your obligation to file such is hereby waived. Please note that Exhibit C can consist of articles of partnership, association or any instrument relating to its organizations, powers and purposes.

If you have any questions, please contact Ms. Kristina Ohlhaver at 202-786-4937.

Sincerely,

Joseph E. Clarkson

Joseph E. Clarkson, Chief
Registration Unit
Internal Security Section
Criminal Division